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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT No. 1 dated as of January 15, 1975, among THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee (hereinafter called the Trustee), and LLOYDS BANK CALIFORNIA, formerly FIRST WESTERN BANK AND TRUST COMPANY, a trust company organized under the laws of California (hereinafter called the Company), as Owner-Trustee pursuant to an Owner Trust Agreement No. 5 dated as of September 1, 1973, with The Fifth Third Bank, Lincoln National Corporation and Westinghouse Credit Corporation and CANADIAN NATIONAL RAILWAY COMPANY (hereinafter called the Lessee).

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement No. 5 dated as of September 1, 1973, <sup>(Book 7283)</sup> as amended by an Amendment dated as of March 1, 1974 (said Equipment Trust Agreement, as amended, being hereinafter called the Equipment Trust Agreement), covering the sale, assignment and transfer to the Trustee of title to the railroad equipment described in Schedule I thereto (hereinafter called the Equipment or the Units);

WHEREAS the Company and the Lessee have entered into a Lease of ~~Railroad~~ Equipment No. 5 dated as of September 1, 1973, as amended by an Amendment dated as of March 1, 1974 (said Lease, as amended, being hereinafter

called the Lease), leasing the above-mentioned Units;

WHEREAS the Trustee and the Company now desire to supplement the Equipment Trust Agreement as provided therein to set forth the Equipment specifically covered thereby by deleting from Schedule I to the Equipment Trust Agreement certain Equipment described therein; and

WHEREAS the Company and the Lessee now desire to supplement the Lease as provided therein to set forth the Units specifically covered thereby by deleting from Schedule I to the Lease certain Units described therein;


NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule I of the Equipment Trust Agreement is hereby amended to include only the Equipment described in Schedule I hereto.

2. Schedule I of the Lease is amended to include only the Units described in Schedule II hereto.

3. The Company will promptly cause this Supplement No. 1 to be filed, recorded and deposited in like manner as the Equipment Trust Agreement and the Lease.

4. Except as amended hereby, the Equipment Trust Agreement and the Lease shall remain unaltered and in full force and effect.



5. This Supplement No. 1 may be executed in counterparts, and it shall not be necessary for each party to execute the same counterpart so long as each party shall execute one counterpart which shall be delivered to the other parties hereto, provided, however, that the counterpart delivered to the Trustee shall be deemed to be the original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

Lloyds Bank California formerly  
FIRST WESTERN BANK AND TRUST  
COMPANY, Owner-Trustee,

by

J. M. Knowles  
Authorized Officer

[Corporate Seal]

by

S. F. Turner  
Authorized Officer

Attest:

A. S. Miller  
Asst. Secretary

THE CONNECTICUT BANK AND TRUST  
COMPANY, Trustee,

by

F. Kawan  
Authorized Officer

[Corporate Seal]

Attest:

William Ruff  
Secretary  
ASST. VICE PRESIDENT

*[Handwritten signature]*

CANADIAN NATIONAL RAILWAY  
COMPANY,

by

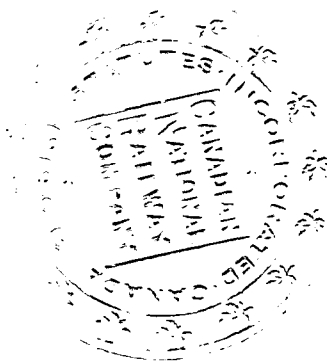
  
Vice President



[Corporate Seal]

Attest:

  
ASSISTANT Secretary



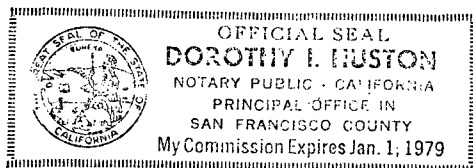
STATE OF CALIFORNIA,       )  
                                  ) ss.:  
COUNTY OF SAN FRANCISCO, )

On this 26<sup>th</sup> day of February 1975, before me  
personally appeared       J. M. Knowles                       and  
                  S. E. Turner                       to me personally known, each of  
whom, being by me duly sworn, says that each is an Authorized  
                  Lloyds Bank California formerly  
Officer of FIRST WESTERN BANK AND TRUST COMPANY, that one  
of the seals affixed to the foregoing instrument is the  
corporate seal of said banking corporation, that said instru-  
ment was signed and sealed on behalf of said banking corpo-  
ration by authority of its Board of Directors, and they  
acknowledged that the execution of the foregoing instrument  
was the free act and deed of said banking corporation.

My Commission expires    1-1-79

Dorothy I. Huston  
Notary Public

[NOTARIAL SEAL]

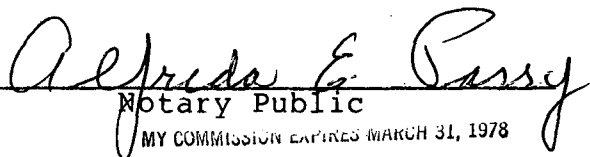


STATE OF CONNECTICUT, )  
 ) ss.:  
COUNTY OF HARTFORD, )

On this 11 day of Mar. 1975, before me personally appeared F. W. KAWAM to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires

[NOTARIAL SEAL]

  
Notary Public  
MY COMMISSION EXPIRES MARCH 31, 1978

PROVINCE OF QUEBEC, )  
 ) ss.:  
CITY OF MONTREAL, )

On this 5<sup>th</sup> day of May 1975, before me  
personally appeared E. J. Menyar,  
to me personally known, who, being by me duly sworn, says  
that he is the Vice-President of CANADIAN NATIONAL  
RAILWAY COMPANY, that one of the seals affixed to the fore-  
going instrument is the corporate seal of the said corpo-  
ration, that said instrument was signed and sealed on behalf  
of said corporation by authority of its Board of Directors,  
and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

R. G. Jenkins  
Commissioner of Oaths

R. G. Jenkins,  
Commissioner for Oaths  
Commissaire à l'Assermentation  
District - Montreal  
Expires June 15 1977

7283-D

SCHEDULE I--Equipment Trust Agreement No. 5

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
4	Model GP-38-2 2000 4-axle four motor diesel electric loco- motives	CN 5600-5602, 5610
94	70 ton 50'6" box cars	CN 410006-410098, 410004
245	100-ton steel con- tainer flat cars	CN 639200-639444
400	70-ton 50'6" steel box cars	CN 411000-411399
300	70-ton 52'8" box cars	CN 557440-557739



SCHEDULE II--Lease No. 5

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
4	Model GP-38-2 2000 4-axle four motor diesel electric loco- motives	CN 5600-5602, 5610
94	70 ton 50'6" box cars	CN 410006-410098, 410004
245	100-ton steel con- tainer flat cars	CN 639200-639444
400	70-ton 50'6" steel box cars	CN 411000-411399
300	70-ton 52'8" box cars	CN 557440-557739

